

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Fred's, Inc., *et al.*¹

Debtors.

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Chapter 11

Case No. 19-11984 (CSS)

Jointly Administered

NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON OCTOBER 16, 2019 AT 3:00 P.M. (EASTERN DAYLIGHT TIME)

ADJOURNED MATTERS

1. Elvin Garner on Behalf of Alvin Garner's Motion for Relief from Automatic Stay Under 11 U.S.C. § 362 (D.I. 149, Filed 9/23/19).

Objection Deadline: October 9, 2019, extended to October 23, 2019 for the Debtors.

Responses Received: None as of the filing of this Agenda.

Related Pleadings: None as of the filing of this Agenda.

Status: By agreement of the parties, this matter has been adjourned to the hearing on October 30, 2019 at 12:00 p.m. (ET).

MATTERS UNDER CERTIFICATION

2. Debtors' Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Delaware Bankruptcy Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.I. 170, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Fred's Stores of Tennessee, Inc. (9888); Fred's Inc. (4010); National Equipment Management and Leasing, Inc. (4296); National Pharmaceutical Network, Inc. (9687); Reeves-Sain Drug Store, Inc. (4510); Summit Properties-Jacksboro, LLC (9161); Summit Properties-Bridgeport, LLC (2200); and 505 N. Main Opp, LLC (5850). The Debtors' address is 43000 New Getwell Road, Memphis, TN 38118.

- a) Informal comments from the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

Related Pleadings:

- a) First Supplemental Declaration of Derek C. Abbott in Support of the Debtors’ Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Delaware Bankruptcy Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.I. 255, Filed 10/8/19); and
- b) Certificate of No Objection Regarding Debtors’ Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Delaware Bankruptcy Co-Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.I. 281, Filed 10/11/19).

Status: A certificate of no objection has been filed.

- 3. Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of September 18, 2019 (D.I. 172, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate of No Objection Regarding Application of the Official Committee of Unsecured Creditors for an Order Authorizing and Approving the Employment and Retention of Lowenstein Sandler LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of September 18, 2019 (D.I. 271, Filed 10/10/19).

Status: A certificate of no objection has been filed.

- 4. Application of Debtors to Employ and Retain Berkeley Research Group, LLC to Provide a Chief Restructuring Officer and Additional Personnel For The Debtors Pursuant To 11 U.S.C. § 363(b), *Nunc Pro Tunc* to the Petition Date (D.I. 173, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee; and
- b) Informal comments from the Official Committee of Unsecured Creditors (the "Committee").

Related Pleadings:

- a) Certificate of Counsel Regarding Application of Debtors to Employ and Retain Berkeley Research Group, LLC to Provide a Chief Restructuring Officer and Additional Personnel For The Debtors Pursuant To 11 U.S.C. § 363(b), *Nunc Pro Tunc* to the Petition Date (D.I. 279, Filed 10/11/19).

Status: A revised form of order has been filed under certification.

- 5. Motion of Debtors for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals *Nunc Pro Tunc* to the Petition Date (D.I. 174, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee; and
- b) Informal comments from the Committee.

Related Pleadings:

- a) Certificate of Counsel Regarding Motion of Debtors for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals *Nunc Pro Tunc* to the Petition Date (D.I. 283, Filed 10/11/19).

Status: A revised form of order has been filed under certification.

- 6. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kasowitz Benson Torres LLP as Attorneys for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date (D.I. 175, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee.

Related Pleadings:

- a) Certificate of No Objection Regarding Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kasowitz Benson Torres LLP as Attorneys for the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date (D.I. 282, Filed 10/11/19).

Status: A certificate of no objection has been filed.

- 7. Application of the Debtors' for Authority to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date (D.I. 176, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate of No Objection Regarding Application of the Debtors' for Authority to Retain and Employ Epiq Corporate Restructuring, LLC as Administrative Advisor Effective as of Petition Date (D.I. 272, Filed 10/10/19).

Status: A certificate of no objection has been filed.

- 8. Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to ExpressRX Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Assumption and Assignment of Leases, and (III) Granting Related Relief (D.I. 177, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee;
- b) Informal comments from the Committee; and
- c) Limited Objection and Reservation of Rights of Richard and Laura C. Smith Regarding Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to ExpressRX Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Assumption and Assignment of Leases, and (III) Granting Related Relief (D.I. 258, Filed 10/8/19) (the "Limited Objection").

Related Pleadings:

- a) Declaration of Scott Moses in Support of Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to ExpressRX Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Assumption and Assignment of Leases, and (III) Granting Related Relief (D.I. 178, Filed 9/25/19);
- b) Notice of Assumption and Assignment of Certain Unexpired Leases and Proposed Cure Amounts (D.I. 213, Filed 9/27/19); and
- c) Certificate of Counsel Regarding Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to ExpressRX Free and Clear of All Liens, Claims, Interests, and Encumbrances, (II) Assumption and Assignment of Leases, and (III) Granting Related Relief (D.I. 287, Filed 10/11/19).

Status: The Debtors are in discussion with the objecting party that filed the Limited Objection, and such Limited Objection does not affect or impact the proposed form of order. A revised form of order has been filed under certification.

9. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Special Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date (D.I. 179, Filed 9/25/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET), extended to October 10, 2019 for the Committee.

Responses Received:

- a) Informal comments from the U.S. Trustee; and
- b) Informal comments from the Committee.

Related Pleadings:

- a) Certificate of Counsel Regarding Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Special Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date (D.I. 276, Filed 10/11/19).

Status: A revised form of order has been filed under certification.

10. Debtors' Motion Pursuant to Sections 105(a) and 363 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to Walgreen Co. Free and Clear of all Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief (D.I. 180, Filed 9/26/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee; and
- b) Informal comments from the Committee.

Related Pleadings:

- a) Certificate of Counsel Regarding Debtors' Motion Pursuant to Sections 105(a) and 363 of the Bankruptcy Code for Entry of an Order Authorizing the (I) Sale of Certain Pharmacy Assets to Walgreen Co. Free and Clear of all Liens, Claims, Interests, and Encumbrances and (II) Granting Related Relief (D.I. 288, Filed 10/11/19).

Status: A revised form of order has been filed under certification.

- 11. Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (D.I. 224, Filed 10/2/19).

Objection Deadline: October 9, 2019 at 4:00 p.m. (ET).

Responses Received: None.

Related Pleadings:

- a) Certificate of No Objection Regarding Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals (D.I. 273, Filed 10/10/19).

Status: A certificate of no objection has been filed.

MATTERS GOING FORWARD

- 12. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, And 364; (II) Granting Liens and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. §§ 364 And 507; (III) Providing Adequate Protection to Prepetition Credit Parties, Summit Lender, and Cardinal Vendors; (IV) Modifying Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364, And 507; (V) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and Local Rule 4001-2; and (VI) Granting Related Relief (D.I. 16, Filed 9/9/19).

Objection Deadline: September 20, 2019 at 4:00 p.m. (ET); extended to September 23, 2019 at 4:00 p.m. (ET) for the Committee; extended to September 24, 2019 at 4:00 p.m. (ET) for Coca-Cola Bottling Co. United.

Responses Received:

- a) Informal comments of Federal Insurance Company, Indemnity Insurance Company of North America, ACE American Insurance Company and/or any of their affiliates;
- b) Objection of Foodworld Alabama, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, And 364; (II) Granting Liens and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. §§ 364 And 507; (III) Providing Adequate Protection to Prepetition Credit Parties, Summit Lender, and Cardinal Vendors; (IV) Modifying Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364, And 507; (V) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and Local Rule 4001-2; and (VI) Granting Related Relief (D.I. 139, Filed 9/19/19);
- c) Joinder of FPP Associates, LLC fka First Choice Property & Development, LLC to Objections of Foodworld Alabama, LLC's to Debtors' Motions for: 1. Store Closing Sales (dkt. no. 15); 2. Interim and Final Orders authorizing Post Petition Financing, etc. (dkt no. 16 and 61); and 3. Interim and Final Orders authorizing Debtors to Reject Certain Unexpired Leases (dkt. no. 20) (D.I. 152, Filed 9/24/19);
- d) The Texas Taxing Jurisdictions' Objection to the Interim Order Granting Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, And 364; (II) Granting Liens and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. §§ 364 And 507; (III) Providing Adequate Protection to Prepetition Credit Parties, Summit Lender, and Cardinal Vendors; (IV) Modifying Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364, And 507; (V) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and Local Rule 4001-2; and (VI) Granting Related Relief (D.I. 210, Filed 9/27/19);
- e) Informal comments from the Committee;
- f) Informal comments from Swanson Developments, LP; and
- g) Informal comments from Exisor, LLC.

Related Pleadings:

- a) Interim Order Granting Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, And 364; (II) Granting Liens and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. §§ 364 And 507; (III) Providing Adequate Protection to Prepetition Credit Parties, Summit Lender, and Cardinal Vendors; (IV) Modifying Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364, And 507; (V) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and Local Rule 4001-2; and (VI) Granting Related Relief (D.I. 61, Entered 9/10/19); and
- b) Notice of Hearing Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors in Possession to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 362, 363, And 364; (II) Granting Liens and Superpriority Claims to Postpetition Lenders Pursuant to 11 U.S.C. §§ 364 And 507; (III) Providing Adequate Protection to Prepetition Credit Parties, Summit Lender, and Cardinal Vendors; (IV) Modifying Automatic Stay Pursuant To 11 U.S.C. §§ 361, 362, 363, 364, And 507; (V) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) and Local Rule 4001-2; and (VI) Granting Related Relief (D.I. 71, Filed 9/11/19).

Status: This matter is going forward.

13. Debtors' Motion for Entry of an Order (I) Approving Debtors' Key Employee Incentive Plan and Key Employee Retention Plan (II) Granting Administrative Expense Priority Status to All Payments to be Made by the Debtors Pursuant Thereto and (III) Granting Related Relief (D.I. 26, Filed 9/9/19).

Objection Deadline: September 25, 2019 at 4:00 p.m. (ET); extended for the U.S. Trustee to October 8, 2019 at 4:00 p.m. (ET).

Responses Received:

- a) Informal comments from the U.S. Trustee; and
- b) Informal comments from the Committee.

Related Pleadings:

- a) Notice of Hearing Regarding Debtors' Motion for Entry of an Order (I) Approving Debtors' Key Employee Incentive Plan and Key Employee Retention Plan (II) Granting Administrative Expense Priority Status to All Payments to be Made by the Debtors Pursuant Thereto and (III) Granting Related Relief (D.I. 73, Filed 9/11/19).

Status: This matter is going forward.

14. Motion of Swanson Developments, L.P. for Relief from the Automatic Stay (D.I. 201, Filed 9/27/19).

Objection Deadline: October 9, 2019, extended to October 10, 2019 at 11:00 a.m. (ET) for the Debtors.

Responses Received:

- a) Debtors' Objection to Motion of Swanson Developments, L.P. for Relief from the Automatic Stay (D.I. 270, Filed 10/10/19).

Related Pleadings:

- a) Reply of Swanson Developments, L.P. in Support of its Motion for Relief from the Automatic Stay (D.I. 280, Filed 10/11/19).

Status: This matter is going forward.

15. Motion of the Official Committee of Unsecured Creditors Pursuant to Bankruptcy Rule 2004 for an Order Directing the Production of Documents from, and Authorizing the Examination of, Alden Global Capital LLC (D.I. 235, Filed 10/4/19).

Objection Deadline: October 11, 2019 at 4:00 p.m. (ET).

Responses Received:

Related Pleadings:

- a) Order Shortening Notice and Objection Periods for the Committee's Motion for Entry of an Order Pursuant to Bankruptcy Rule 2004 for an Order Directing the Production of Documents from, and Authorizing the Examination of, Alden Global Capital LLC (D.I. 259, Entered 10/8/19); and
- b) Notice of Hearing Regarding Committee's Motion for Entry of an Order Pursuant to Bankruptcy Rule 2004 for an Order Directing the Production of Documents from, and Authorizing the Examination of, Alden Global Capital LLC (D.I. 260, Filed 10/8/19).

Status: This matter is going forward.

Dated: October 11, 2019
Wilmington, Delaware

/s/ Joseph C. Barsalona II

Derek C. Abbott (No. 3376)
Andrew R. Remming (No. 5120)
Matthew B. Harvey (No. 5186)
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